#### ROBERTSON CORBIN J JR

Form 4

February 13, 2013

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBERTSON CORBIN J JR	2. Issuer Name and Ticker or Trading Symbol NATURAL RESOURCE PARTNERS LP [NRP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 601 JEFFERSON, SUITE 3600	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2013	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77002		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	posed and 5 (A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Units (1)	02/12/2013		Code V M	Amount 35,000	(D)	Price (1)	1,047,643	D	
Common Units (1)	02/12/2013		D	35,000	D	\$ 22.01 (1)	1,012,643	D	
Common Units							31,540	I	By Spouse
Common Units							17,279,860	I	By Western Pocahontas Properties Limited

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			Partnership (2)
Common Units	5,627,120	I	By Western Bridgeport, Inc. (3)
Common Units	56	I	By QMP Inc. (4)
Common Units	110,206	I	By Western Pocahontas Corporation (5)
Reminder: Report on a separate line for each class of securities benefic	·		CDC 1474
	Persons who respond to the col	iection of	SEC 1474

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

(9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Phantom Units (6)	<u>(9)</u>	02/12/2013		M		35,000	02/12/2013	02/12/2013	Common Units	35,
Phantom Units (6)	<u>(7)</u> <u>(8)</u>						02/11/2014	02/11/2014	Common Units	33,
Phantom Units (6)	<u>(7)</u> <u>(8)</u>						02/10/2015	02/10/2015	Common Units	33,
Phantom Units (6)	<u>(7)</u> <u>(8)</u>						02/14/2016	02/14/2016	Common Units	32,
Phantom Units (6)	<u>(7)</u> <u>(8)</u>	02/13/2013		A	32,000		02/13/2017	02/13/2017	Common Units	32,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

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ROBERTSON CORBIN J JR
601 JEFFERSON, SUITE 3600 X X Chairman and CEO
HOUSTON, TX 77002

# **Signatures**

Corbin J. 02/13/2013 Robertson, Jr.

\*\*Signature of Reporting Date
Person

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The common units were deemed to have been purchased and sold on the date of vesting of the phantom units listed in Table II, which (1) were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.
- These units are beneficially owned by Western Pocahontas Properties Limited Partnership, whose general partner is Western Pocahontas

  Corporation, a corporation controlled by Mr. Robertson. Mr. Robertson also holds indirect limited partner interests in Western Pocahontas

  Properties Limited Partnership. All the common units owned by Western Pocahontas Properties Limited Partnership are reported on this

  line. Mr. Robertson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Mr. Robertson, Jr. is the controlling shareholder of Western Bridgeport, Inc. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by Western Bridgeport, Inc., except to the extent of his pecuniary interest therein.
- (4) Mr. Robertson, Jr. is the controlling shareholder of QMP, Inc. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by QMP, Inc., except to the extent of his pecuniary interest therein.
- (5) Mr. Robertson, Jr. is the controlling shareholder of Western Pocahontas Corporation. Mr. Robertson, Jr. disclaims beneficial ownership of the units held by Western Pocahontas Corporation, except to the extent of his pecuniary interest therein.
- (6) The phantom units were originally granted to the reporting person under the issuer's long term incentive plan.
- (7) The phantom units will be paid in cash based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.
- (8) Award includes tandem distribution equivalent rights pursuant to which the quarterly distributions paid by the partnership on each unit will be accrued over the vesting period and paid on vesting.
- (9) As described in Footnote 1, upon vesting, the phantom units were paid in cash on a one for one basis based on the average closing price of the common units for the 20 trading days immediately preceding the date of vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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